

Hearing Date: May 20, 2010 at 10 a.m.
Objection Deadline: May 13, 2010 at 4 p.m.
(Extended by Agreement to May 17, 2010 at 4 p.m.)

COHEN, WEISS AND SIMON LLP
330 West 42nd Street
New York, NY 10036
Telephone: (212) 563-4100
Facsimile: (646) 473-8227
Babette Ceccotti

Attorneys for International Union, UAW

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
DPH HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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RESPONSE OF INTERNATIONAL UNION, UAW TO REORGANIZED
DEBTORS' FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION

International Union, United Automobile, Aerospace & Agricultural Implement
Workers of America ("UAW") submits this response with respect to the Reorganized Debtors'
Forty-Seventh Omnibus Claims Objection [Docket No. 19873] and states as follows:

1. UAW is the exclusive collective bargaining representative of certain
former hourly production and maintenance employees and certain salaried employees, of Delphi
Corporation ("Delphi"), now known as DPH Holdings Corporation, Inc. UAW is also the
authorized representative of certain Delphi retirees, survivors and their eligible dependents.
UAW, Delphi and General Motors Corp. are parties to the June 22, 2007 UAW-Delphi-GM

Memorandum of Understanding (the “MOU”), which was approved by the Court on July 17, 2007 [Docket No. 8693] (the “Approval Order”).¹

2. In the MOU, as reflected in the Approval Order, among other things, UAW received an allowed general unsecured claim (the “MOU Claim”) in the aggregate amount of \$140 million. Under the MOU, the amount of this claim is subject to further adjustment.

3. In the Reorganized Debtors’ Forty-Fourth Omnibus Claims Objection, dated April 16, 2010, Debtors are seeking to expunge claim numbers 13270, 13838, 13880 and 5268 filed by the UAW (and/or its affiliated local unions) during the course of the bankruptcy case and prior to the effective date of the MOU. Debtors recited that the foregoing claims shall be withdrawn pursuant to the terms of the MOU and the Approval Order and further stated that they have created a new surviving claim (number 16644) to reflect the allowed claim under the MOU and the Approval Order. Forty-Fourth Omnibus Claims Objection at 17, note 10.

4. On March 15, 2010, UAW filed its Response to the Reorganized Debtors’ Forty-Fourth Omnibus Claims objection [Docket No. 19708] (“UAW Response”). The proceedings with respect to the UAW’s claims under the Forty-Fourth objection were adjourned by agreement of the parties until the May 20, 2010 hearing.

5. The Reorganized Debtors then filed their Forty-Seventh Objection, which lists a separate proof of claim filed by the UAW on November 5, 2009, claim no. 19810 (the “UAW Administrative Claim”). The UAW Administrative Claim was filed as a result of the administrative claims bar date established in connection with the July 30, 2009 Plan Modification Approval Order, and arises from an agreement reached in December, 2008 between

¹ Upon the July 10, 2009 closing of the section 363 transaction approved in the *General Motors Corp.* case, “New” General Motors, now known as General Motors Company (“GM”), is party to the MOU.

UAW and Delphi regarding, among other things, the terms of the MOU related to the Debtors' payments to the Legal Services Plan."²

6. As noted in the UAW's Response and as set forth in the MOU Approval Order, the amount of the MOU Claim is subject to adjustment. The December 18, 2008 agreement and the UAW Administrative Claim relate to the terms of the adjustment of the MOU Claim. Accordingly, the Administrative Claim should not be expunged under the Forty-Seventh Claims Objection at this time.

7. UAW and the Debtors have been in discussions to determine the terms of the final amount of the MOU Claim, including the amount to be reflected on the surviving claim referenced above and the disposition of the Administrative Claim. UAW's expectation is that the terms of a resolution of these matters will include the deemed withdrawal of the claims listed in the Forty-Fourth Omnibus Objection, the survival of the remaining claim in an agreed-upon amount, as well as a disposition concerning the Administrative Claim.

² A copy of the December 18, 2008 agreement is attached to the UAW's Administrative Claim, annexed hereto.

CONCLUSION

For the foregoing reasons, UAW respectfully requests this the Debtors' Forty-Forth and Forty-Seventh Claims Objections be adjourned as to the UAW's claims pending the conclusion of the parties' discussions.

Dated: May 17, 2010
New York, NY

/s/ Babette A. Ceccotti
Babette A. Ceccotti
COHEN, WEISS AND SIMON LLP
330 West 42nd Street
New York, NY 10036
T: (212) 563-4100
F: (646) 473-8227

- and -

Daniel Sherrick
International Union, UAW
8000 East Jefferson Avenue
Detroit, MI 48214
T: (313) 926-5216
F: (313) 926-5240

Attorneys for International Union, UAW

United States Bankruptcy Court Southern District of New York Delphi Corporation et al. Claims Processing c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue El Segundo, California 90245		Administrative Claim Request Form		THIS SPACE IS FOR COURT USE ONLY
Debtor against which Administrative Claim is asserted : Delphi Corporation, 05-44481		Case Name and Number In re Delphi Corporation., et al. 05-44481 Chapter 11, Jointly Administered		
NOTE: This form should not be used to make a claim in connection with a request for payment for goods or services provided to the Debtors prior to the commencement of the case. This Administrative Claim Request Form is to be used solely in connection with a request for payment of an administrative expense arising after June 1, 2009, pursuant to 11 U.S.C. § 503.				
Name of Creditor <i>(The person or other entity to whom the debtor owes money or property)</i> International Union, United Automobile, Aerospace & Agricultural Implement Workers of America ("UAW") Name and Address Where Notices Should be Sent Daniel W. Sherrick, General Counsel 8000 East Jefferson Avenue Detroit, MI 48214 Telephone No. (313) 926-5216		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your Administrative Claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:		Check here if this Administrative Claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____		
1. BASIS FOR ADMINISTRATIVE CLAIM <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (Describe briefly) <i>See attached</i> </div> <div style="width: 45%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ (date) to _____ (date) </div> </div>				
2. DATE DEBT WAS INCURRED December 17, 2008		3. IF COURT JUDGMENT, DATE OBTAINED:		
4. TOTAL AMOUNT OF ADMINISTRATIVE CLAIM: \$ <u>Up to \$6 million, see attached</u> <input type="checkbox"/> Check this box if Administrative Claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.				
5. BRIEF DESCRIPTION OF ADMINISTRATIVE CLAIM (attach any additional information): Legal Services Plan Payments as referenced in and in accordance with the attached Letter of Agreement between UAW and Delphi, dated December 17, 2008				
6. CREDITS AND SETOFFS: The amount of all payments on this Administrative Claim has been credited and deducted for the purpose of making this Administrative Claim request. In filing this Administrative Claim request, claimant has deducted all amounts that claimant owes to debtor.		THIS SPACE IS FOR COURT USE ONLY		
7. SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Any attachment must be 8-1/2" by 11".				
8. DATE-STAMPED COPY: To receive an acknowledgement of the filing of your Administrative Claim, enclose a stamped, self-addressed envelope and copy of this Administrative Claim request.				
Date November 4, 2009	Sign and print the name and title, if any, of the creditor or other person authorized to file this Administrative Claim (attach copy of power of attorney, if any) Babette Ceccotti, Esq. Counsel for UAW 		RECEIVED NOV 05 2009 KURTZMAN CARSON CONSULTANTS	

COPY

DELPHI

(248) 813-1480

December 17, 2008

Mr. Dan Sherrick
General Counsel
UAW Legal Department
UAW International Union
8000 East Jefferson Ave.
Detroit, MI 48214

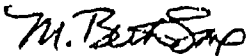
RE: Legal Services Plan and CHR Payments

Dear Mr. Sherrick:

This letter clarifies and confirms that (1) Delphi will continue Legal Services Plan payments until the effective date of a Delphi Reorganization Plan and depletion of the \$6 million allowed claim, and (2) the UAW recognizes that the CHR/Joint Training Funds New Allocation Agreement dated April 2, 2001 has been terminated, and therefore the UAW will not assert that Delphi is obligated to make payments under that agreement. Accordingly, Delphi will pay the October 2008, November 2008, and December 2008 amounts previously invoiced by the Legal Services Plan.

Please confirm the accuracy of the above agreement by signing below and returning this letter to me. If you have any questions or would like to discuss this matter further, please contact me as soon as possible.

Sincerely,



M. Beth Sax
Assistant General Counsel
Delphi Legal Staff



Dan Sherrick
General Counsel
UAW International Union

12/18/08
Date